

CHICAGO AND



TRANSPORTATION COMPANY

CORPORATE COMMUNICATIONS AND SECRETARY

DIRECT DIAL NUMBER

6-059A032

312/559-6158

No.

FEB 28 1986

February 26, 1986

Date

File No. 12196-A

Fee \$

ICC Washington, D. C.

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

FEB 28 1986 -12 20 PM

INTERSTATE COMMERCE COMMISSION

Re: Conditional Sale Agreement dated as of December 27, 1983 Between North Western Leasing Company and Chicago and North Western Transportation Company and Agreement and Assignment dated as of December 27, 1983 Between North Western Leasing Company, and European American Bank and Trust Co. and European American Banking Corporation, Assigned Recordation No. 14231 and 14231-A Respectively, on December 27, 1983.

Dear Mr. Bayne:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are counterparts of Amendment #2 dated June 1, 1985, covering substitution of four (4) cars as described on Schedule A-1 attached to the Agreement.

The names and addresses of the parties to the transaction are as follows:

- 1 Chicago and North Western Transportation Company,
One North Western Center, Chicago, Illinois 60606.
2. North Western Leasing Company, One North Western
Center, Chicago, Illinois 60606.
3. European American Bank and Trust Company and
European American Banking Corporation, 233 South
Wacker Drive, Suite 9100, Chicago, Illinois 60606.

- 2 -

Enclosed is a check for \$10.00 to cover your recording fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterpart showing recordation data.

Sincerely

A handwritten signature in cursive script that reads "Lisa M. Fanelli".

Lisa M. Fanelli
Assistant Secretary

Enclosure

cc: G. R. Charles
R. F. Guenther
R. L. Johnson
D. E. Stockham, Attn: P. J. Brod
M. R. Jeske
Arthur Anderson & Co. (Paul Keglevic)

f-cs37k(1-2)

Interstate Commerce Commission
Washington, D.C. 20423

3/3/86

OFFICE OF THE SECRETARY

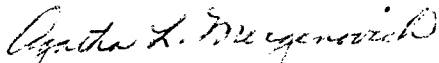
Lisa M. Fanelli:
Assistant Secretary
Chicago & Northwestern Transp. Co.
One North Western Center
Chicago, Illinois 60606

Dear Ms. Fanelli:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/28/86 at 12:20pm , and assigned re-recording number(s).

14231-C

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

AMENDMENT #2
To
CONDITIONAL SALE AGREEMENT
Dated As Of December 19, 1983
Between
Chicago And North Western Transportation Company

And
North Western Leasing Company
And To

AGREEMENT AND ASSIGNMENT
Dated As of December 19, 1983
Between
North Western Leasing Company
and

*American
CA 1A1*

European American Bank and Trust Company
and European Banking Corporation

THIS AMENDMENT #2 is dated as of the first day of June, 1985 among Chicago and North Western Transportation Company, North Western Leasing Company and European American Bank, successor to European American Bank and Trust Company and *American CA 1A1* European Banking Corporation (those capitalized terms not defined herein shall have the meanings ascribed to them in the above-referenced Conditional Sale Agreement amended by Amendment #1 thereto June 1, 1984 (the "CSA") and Agreement and Assignment amended by Amendment #1 thereto June 1, 1984 (the "Assignment")).

WHEREAS, the Railroad and the Seller entered into the CSA, pursuant to the Finance Agreement dated as of December 1, 1983 among the Railroad, the Seller, and the Assignee, which CSA was secured with collateral consisting of, among other Equipment, the railroad boxcars identified in Column 1 of Schedule A-1 (the "Released Cars") attached hereto and made a part hereof;

WHEREAS, the interests of the Seller in the CSA were assigned to the Assignee under the Assignment; and

WHEREAS, because the 5% Bad Order ratio under Article 10 of the CSA has been exceeded, such Released Cars are considered casualties under Article 8 of the CSA and the Railroad and the Seller wish to substitute under the CSA open top hopper cars identified in Column 3 of Schedule A-1 (the "Substituted Cars") in place of the Released Cars and the Assignee agrees to such substitution;

NOW THEREFORE, in consideration of the CSA and the amounts to be paid thereunder and the mutual covenants therein and herein set forth, the parties hereto agree as follows:

1. It is hereby agreed that the Released Cars are deleted from the original Schedule A to the CSA and the Substituted Cars are hereby added to the original Schedule A to the CSA as units of Equipment under and subject to the

CSA and the Assignment and upon filing of this Amendment #1 with the Interstate Commerce Commission in accordance with 49 U.S.C. §11303, such units shall be deemed to have been sold, delivered and settled for under the CSA and the Assignment.

2. The Assignee hereby releases to the Railroad, effective upon the Assignee's obtaining a first priority security interest in the Substitute Cars under the CSA and Assignment, its security interest in the Released Cars and, if requested by the Railroad and at the Railroad's expense, agrees to execute and deliver to the Railroad or the Railroad's vendee or nominee, a bill of sale (without warranties) for the Released Cars or portion thereof and such other documents as may be necessary or appropriate to make clear upon the public records the release of the security interest of the Assignee in the Released Cars.

3. All other terms and conditions of the CSA and Assignment shall remain in full force and effect unmodified hereby.

IN WITNESS WHEREOF, the parties hereto have signed this Amendment #2 as of the date first above written.

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

[Corporate Seal]

Attest:

Lisa M. Tanelli
Assistant Secretary

By [Signature]
Vice President - Finance

NORTH WESTERN LEASING COMPANY

[Corporate Seal]

Attest:

Lisa M. Tanelli
Assistant Secretary

By [Signature]
Vice President

EUROPEAN AMERICAN BANK

[Corporate Seal]

Attest:

Jay Kabil
Assistant Counsel

By Carol A. Cowan

Its: Vice President

STATE OF ILLINOIS)
COUNTY OF COOK)

SS:

On this 17th day of January 1986, before me personally appeared T. A. TINGLAGE, to me Personally known who, being by me duly sworn, says that he is Vice President - Finance of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marcia L. Bovenzo
Notary Public

[Notarial Seal]

My Commission expires: 9/12/87

STATE OF ILLINOIS,)
COUNTY OF COOK,)

SS:

On this 17th day of January 1986, before me personally appeared T. A. TINGLAGE, to me personally know, who, being by me duly sworn says that he is a Vice President of NORTH WESTERN LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marcia L. Bovenzo
Notary Public

[Notarial Seal]

My Commission Expires: 9/12/87

STATE OF New York
COUNTY OF New York

SS:

On this 3rd day of February, 1986, before me personally appeared CAROL A. Cowan, to me Personally known who, being by me duly sworn, says that she is Vice President of EUROPEAN AMERICAN BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Denise Appel
Notary Public

[Notarial Seal]

My Commission expires:

DENISE APPEL
Notary Public, State of New York
No. 24-4844934
Qualified in Kings County
Certificate Filed in New York County
Term Expires March 30, 1987

FA-578.23 4

SCHEDULE A-1
 CONDITIONAL SALES AGREEMENT DATED 12/19/83
 BETWEEN
 CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY
 AND
 NORTH WESTERN LEASING COMPANY
 AS ASSIGNED TO
 EUROPEAN AMERICAN BANK AND TRUST COMPANY
 and
 EUROPEAN BANKING CORPORATION

American
 CR 1A7

Column 1	Column 2	Column 3	Column 4
Railroad System No. of Car to be Replaced	Casualty Value	Railroad System No. of Substitute Car	Substitute Car Purchase Price
CNW 160902	\$ 22,270	CNW 135638	\$ 31,540
160917	22,270	135639	31,540
160923	22,270	135640	31,540
160929	22,270	135641	31,540
160930	22,270		
	\$ 111,350		\$ 126,160